

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

AVENTIS PHARMACEUTICALS INC. and)	
SANOFI-AVENTIS US LLC,)	
)	C.A. No. 06-286-GMS
Plaintiffs,)	
v.)	
)	
BARR LABORATORIES, INC.,)	
)	
Defendants.)	

**STIPULATED ORDER INCORPORATING
CERTAIN TERMS OF AUGUST 26, 2006 PROTECTIVE ORDER**

WHEREAS Aventis Pharmaceuticals Inc., Sanofi-Aventis US LLC, and Barr Laboratories, Inc. ("Barr") are the parties to Civil Action No. 06-286 (GMS) (the "action" or "litigation"),

WHEREAS Barr has requested that Schering Corporation and Schering Plough Corporation (collectively, "Schering Plough") produce for inspection and copying Schering Plough confidential information which must be protected in order to preserve Schering Plough's legitimate business interests,

WHEREAS Schering Plough seeks certain protections to prevent unnecessary dissemination or disclosure of Schering Plough's confidential information, and

WHEREAS, the parties have agreed, subject to the approval and order of the Court, to entry of this Stipulated Order;

IT IS HEREBY ORDERED that:

Schering Plough's production of documents and things will be subject to the terms of the Stipulated Protective Order entered by the Court on August 22, 2006 except that access to

“Highly Confidential” Information and “Confidential” Information shall be limited to those persons identified in Paragraphs 6(a)(i), (iii), (vi), (vii), (viii), (ix), (x), (xi), (xii), and (xiii).

These limits on the accessibility of Schering Plough’s information will be preserved throughout any court proceedings. Accordingly, the parties will provide Schering Plough with reasonable notice, and an opportunity to object, if any of Schering Plough’s “Highly Confidential” Information or “Confidential” Information is to be used in open proceedings.

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/s/ John G. Day

/s/ Josy W. Ingersoll

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Laboratories, Inc.*

SO ORDERED this _____ day of _____, 2006.

United States District Judge